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FLORIDA PROFIT/NON PROFIT CORPORATION

SUMMIT FINANCIAL ASSET MANAGEMENT, INC.

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February 25, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SUMMIT FINANCIAL ASSET MANAGEMENT, INC.
REF: W08000009718

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ARTICLES OF INCORPORATION
OF
SUMMIT FINANCIAL ASSET MANAGEMENT, INC.

2008 FEB 25 P 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be SUMMIT FINANCIAL ASSET MANAGEMENT, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 4240 Galt Ocean Drive, No. 304, Fort Lauderdale, Florida 33308.

ARTICLE III

This corporation's existence shall be effective on the date of subscription of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of		
<u>Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$1.00	Common

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All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
GINA P. SOLOW	4240 Galt Ocean Drive, No. 504, Fort Lauderdale, Florida 33308

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
GINA P. SOLOW	4240 Galt Ocean Drive, No. 504, Fort Lauderdale, Florida 33308

ARTICLE VIII

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
GINA P. SOLOW	4240 Galt Ocean Drive, No. 504, Fort Lauderdale, Florida 33308

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

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This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 21st day of February, 2008.

Gina P. Solow
GINA P. SOLOW

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: SUMMIT FINANCIAL ASSET MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

GINA P. SOLOW

4240 Galt Ocean Drive, No. 504, Fort Lauderdale,
Florida 33308

Gina P. Solow
GINA P. SOLOW, President
02/21/08

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Gina P. Solow
GINA P. SOLOW

2008 FEB 25 P 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RIZE & SHINE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of the corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is Rize & Shine, Inc.

PRINCIPLE OFFICE: The principal office of the corporation is located at 3699 N.W. 24th St., Suite #1, Fort Lauderdale, FL. 33311.

MAILING ADDRESS: The mailing address of the corporation is 3699 N.W. 24th St., Suite #1, Fort Lauderdale, FL. 33311

REGISTERED AGENT: The name of the registered agent of the corporation is Donovan Thomas. The address of this registered agent is 3699 N.W. 24th St., Suite #1, Fort Lauderdale, FL. 33311.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification, if any and the manner of the member admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is Donovan Thomas at 3699 N.W. 24th St., Suite #1, Fort Lauderdale, FL. 33311.

CORPORATE PURPOSE:

- A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, department or agencies.

501(c)(3) LIMITATIONS:

- A. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this _____ day of _____, 200__.

Donovan Thomas

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Rize & Shine, Inc., a Florida not for profit corporation.

Donovan Thomas

Date: _____